

LIMITED POWER OF ATTORNEY

MF GLOBAL HOLDINGS USA INC AS SUCCESSOR TO GELDERMANN, INC., AS ASSIGNEE OF THE PARTIES LISTED ON EXHIBIT A ("Principal") executes this Limited Power of Attorney with the intention that the attorney-in-fact named below shall be able to act in its place for the purposes and duration set forth below.

Principal appoints Neely Goen of American Property Locators, Inc., 3855 South Boulevard, Suite 200, Edmond, OK 73013 to be its attorney-in-fact to act for it in its name and place, and in any capacity that Principal might act,

Only to recover cash or cash equivalents specifically arising from the Lake States Commodities Inc aka Lake States Inc bankruptcy matter that belong to the Principal

and may be paid to the Principal after compliance with procedures of applicable laws (the "Unclaimed Funds").

This Limited Power of Attorney shall become effective on the date written below, and shall remain effective, for one year from such date or until the Unclaimed Funds are claimed and remitted to Principal, whichever is sooner.

Principal's attorney-in-fact shall have all of the powers, discretions, elections, and authorities granted by law (including the endorsement of any instrument of payment on behalf of Principal) in connection with the claim, execution, acknowledgment, and delivery of any and all documents necessary or connected with claiming and recovering for Principal the Unclaimed Funds. Principal authorizes the use of a photocopy of this Limited Power of Attorney, for any purpose, in lieu of the original.

DATED this 17 day of June, 2015.

PRINCIPAL:

MF GLOBAL HOLDINGS USA INC AS
SUCCESSOR TO GELDERMANN, INC., AS
ASSIGNEE
(Tax ID # 13-1962847)

PRINCIPAL'S ADDRESS:

By: Charles Hayes
Title: Vice President

STATE OF New York
COUNTY OF Queens

ACKNOWLEDGMENT

Before me, the undersigned a Notary Public, in and for said County and State on this 17th day of June, 2015, personally appeared Charles Hayes to me known to be the identical person who subscribed his/her name to the foregoing instrument, as its Limited Power of Attorney and acknowledged to me that he/she executed the same as his/her free and voluntary act and deed of such corporation, for the purposes therein set forth.

In Witness Whereof, I have hereunto set my official signature and affixed my official seal the day and year first above written.

My Commission Expires:

4/14/18

Notary

Melvin John Vail, Jr.

MELVIN JOHN VAIL, JR.
NOTARY PUBLIC-STATE OF NEW YORK
No. 01VA6300221
Qualified in Queens County
My Commission Expires 4/14/18

To that Motion to Withdraw Moneys for MF GLOBAL HOLDINGS USA INC as successor to GELDERMANN INC
as assignee of the parties listed below

Claimant	Amount
GELDERMANN, INC., ASSIGNEE MICHAEL P. BRAWLEY	\$ 7,891.35
GELDERMANN, INC., ASSIGNEE PETER KLARTIS	\$ 5,158.32
GELDERMANN, INC., ASSIGNEE NICK VANGEL	\$ 4,343.84
GELDERMANN, INC., ASSIGNEE EDWIN J. WALTERS	\$ 4,166.73
GELDERMANN, INC., ASSIGNEE JAMES AND MARLA KING	\$ 3,755.61
GELDERMANN, INC., ASSIGNEE GUS LYMBER	\$ 3,619.87
GELDERMANN, INC., ASSIGNEE WILLIAM F. COMPTON	\$ 3,585.48
GELDERMANN, INC., ASSIGNEE ROBERT J. AND LINDA L. GLENN	\$ 3,389.11
GELDERMANN, INC., ASSIGNEE NICK PITSILOS	\$ 3,131.19
GELDERMANN, INC., ASSIGNEE MICHAEL AND TINA GOUNTANIS	\$ 2,895.90
GELDERMANN, INC., ASSIGNEE NICK AND BARBARA REVELIS	\$ 2,714.90
GELDERMANN, INC., ASSIGNEE LOUIS APOSTOLOU	\$ 2,714.90
GELDERMANN, INC., ASSIGNEE GUS VITOGIANNIS	\$ 2,579.16
GELDERMANN, INC., ASSIGNEE ROBERT J. AND NORA BRAWLEY	\$ 2,384.56
GELDERMANN, INC., ASSIGNEE WILLIAM AND DINA GIOULES	\$ 2,262.42
GELDERMANN, INC., ASSIGNEE ROBERT D. KEMP	\$ 2,262.42
GELDERMANN, INC., ASSIGNEE SPIROS MATARAGAS	\$ 2,262.42
GELDERMANN, INC., ASSIGNEE JAMES T. PAPADAKIS	\$ 2,174.90
GELDERMANN, INC., ASSIGNEE WILLIAM PETRANDO	\$ 2,126.67
GELDERMANN, INC., ASSIGNEE CHRIST KANTZAVELOS	\$ 1,945.68
GELDERMANN, INC., ASSIGNEE ROBERT F. SHEPARD	\$ 1,945.68
GELDERMANN, INC., ASSIGNEE V L F PARTNERSHIP	\$ 1,945.38
GELDERMANN, INC., ASSIGNEE PETE KOUGIAS	\$ 1,900.43
GELDERMANN, INC., ASSIGNEE STANLEY & KIKI STEVENS	\$ 1,825.02
GELDERMANN, INC., ASSIGNEE LOUIS DIMAS	\$ 1,809.94
GELDERMANN, INC., ASSIGNEE RICK AND LORI SCHULTZ	\$ 1,674.19
GELDERMANN, INC., ASSIGNEE PETER JAMES AND DEAN GLINOS	\$ 1,616.80
GELDERMANN, INC., ASSIGNEE THOMAS SULLIVAN	\$ 1,545.08
GELDERMANN, INC., ASSIGNEE GARY AND KAREN GRUENISEN	\$ 1,518.43
GELDERMANN, INC., ASSIGNEE MICHAEL KENDRIGAN	\$ 1,468.76
GELDERMANN, INC., ASSIGNEE JOE GRAZIANO	\$ 1,447.95
GELDERMANN, INC., ASSIGNEE PAUL VELLIOTIS	\$ 1,357.45
GELDERMANN, INC., ASSIGNEE JAMES NIKOLAS	\$ 1,357.45
GELDERMANN, INC., ASSIGNEE RICHARD ZICARELLI	\$ 1,321.41
GELDERMANN, INC., ASSIGNEE HATTIE ZICARELLI	\$ 1,308.08
GELDERMANN, INC., ASSIGNEE BILL SIZOPOULOS	\$ 1,085.96
GELDERMANN, INC., ASSIGNEE JOHN AND DOROTHY STOJKA	\$ 1,057.81
GELDERMANN, INC., ASSIGNEE BARB NELSON	\$ 999.23
GELDERMANN, INC., ASSIGNEE RENO AND FRAN PITTNER	\$ 911.00
GELDERMANN, INC., ASSIGNEE PAUL DEMETRIOU	\$ 911.00
GELDERMANN, INC., ASSIGNEE WARREN R. FULLER	\$ 904.97
GELDERMANN, INC., ASSIGNEE PETER SARANTIS	\$ 904.97
GELDERMANN, INC., ASSIGNEE ALEX SMYRNIOTIS	\$ 904.97
GELDERMANN, INC., ASSIGNEE JAMES SPEARS	\$ 904.97
GELDERMANN, INC., ASSIGNEE BOB AND BARBARA RENINGER	\$ 904.97
GELDERMANN, INC., ASSIGNEE JOSEPH J. MARUCCI	\$ 904.97
GELDERMANN, INC., ASSIGNEE KENNETH AND DONNARUTH SCHAUL	\$ 904.97
GELDERMANN, INC., ASSIGNEE EVA J. MANTIS	\$ 904.97

EXHIBIT A

To that Motion to Withdrawl Moneys for MF GLOBAL HOLDINGS USA INC as successor to GELDERMANN INC
as assignee of the parties listed below

GELDERMANN, INC., ASSIGNEE PATRICIA SMIGEL	\$ 904.97
GELDERMANN, INC., ASSIGNEE STEVE J. RICHARDS	\$ 904.96
GELDERMANN, INC., ASSIGNEE WEALTH RETENSION GROUP D.B.P.	\$ 782.52
GELDERMANN, INC., ASSIGNEE TED GARBIS	\$ 769.22
GELDERMANN, INC., ASSIGNEE GUS KALANTZIS	\$ 754.14
GELDERMANN, INC., ASSIGNEE BILL KALANTZIS	\$ 754.14
GELDERMANN, INC., ASSIGNEE ANASTASIOS DELIGIANNIS	\$ 754.14
GELDERMANN, INC., ASSIGNEE TED & PAT LYKOURTZOS	\$ 742.07
GELDERMANN, INC., ASSIGNEE RON FOX	\$ 723.97
GELDERMANN, INC., ASSIGNEE MIGUEL DIBROWA	\$ 717.94
GELDERMANN, INC., ASSIGNEE KEVIN AND KATHY CAVANAUGH	\$ 716.62
GELDERMANN, INC., ASSIGNEE SYMKAT REAL ESTATE PARTNERSHIP	\$ 630.99
GELDERMANN, INC., ASSIGNEE ED MCGUIRE	\$ 606.33
GELDERMANN, INC., ASSIGNEE RICH PACHOLSKI	\$ 559.64
GELDERMANN, INC., ASSIGNEE JOSEPH AND SANDRA LIPIRA	\$ 542.98
GELDERMANN, INC., ASSIGNEE JOHN MANTIS	\$ 527.90
GELDERMANN, INC., ASSIGNEE BILL AND BESSIE SKOURAS	\$ 502.14
GELDERMANN, INC., ASSIGNEE MARK S. BRAWLEY	\$ 481.53
GELDERMANN, INC., ASSIGNEE TED AND ZOE VERGES	\$ 477.88
GELDERMANN, INC., ASSIGNEE THEODORE D. LAMBOUSIS	\$ 477.87
GELDERMANN, INC., ASSIGNEE VIRGINIA AND SHIRLEY PEASE CARLSON	\$ 470.58
GELDERMANN, INC., ASSIGNEE GEORGIA & VASILIOS PAPADOPOULOS	\$ 467.57
GELDERMANN, INC., ASSIGNEE KATINA STEVENS	\$ 467.57
GELDERMANN, INC., ASSIGNEE JOHN AND ANN DRURY	\$ 454.29
GELDERMANN, INC., ASSIGNEE THEODORE NIKOLAS	\$ 452.48
GELDERMANN, INC., ASSIGNEE STEVE VITOGIANNIS	\$ 452.48
GELDERMANN, INC., ASSIGNEE JOHN ARVANETES	\$ 452.48
GELDERMANN, INC., ASSIGNEE MARTIN ANDREA	\$ 452.48
GELDERMANN, INC., ASSIGNEE ROBERT KELLY	\$ 443.43
GELDERMANN, INC., ASSIGNEE GEORGE HAUSEN	\$ 442.83
GELDERMANN, INC., ASSIGNEE SPIROS KALANTZIS	\$ 422.32
GELDERMANN, INC., ASSIGNEE JOHN AND PATRICE COSTELLO	\$ 422.32
GELDERMANN, INC., ASSIGNEE NICHOLAS AND KATHLEEN MOTHERWAY	\$ 420.41
GELDERMANN, INC., ASSIGNEE DONALD R ANDERSON	\$ 378.94
GELDERMANN, INC., ASSIGNEE JIM LYONS	\$ 366.71
GELDERMANN, INC., ASSIGNEE DOROTHEA TOURIS	\$ 361.99
GELDERMANN, INC., ASSIGNEE NICK KOROLIS	\$ 361.99
GELDERMANN, INC., ASSIGNEE WARREN SCHWEITERT	\$ 361.99
GELDERMANN, INC., ASSIGNEE NICK ROUMELIOTIS	\$ 361.99
GELDERMANN, INC., ASSIGNEE JUDITH A. NIEMAN	\$ 355.29
GELDERMANN, INC., ASSIGNEE RUSSELL KUNKE	\$ 351.13
GELDERMANN, INC., ASSIGNEE VALERIE J. SHOEMAKER	\$ 345.40
GELDERMANN, INC., ASSIGNEE WESS BORK, JR.	\$ 331.82
GELDERMANN, INC., ASSIGNEE PETER DRAVILAS	\$ 325.79
GELDERMANN, INC., ASSIGNEE MIKE AND GEORGIA TSIGAKOS	\$ 307.69
GELDERMANN, INC., ASSIGNEE JAMES GAZIS	\$ 301.66
GELDERMANN, INC., ASSIGNEE JIM AND BETTY PAPAS	\$ 301.66
GELDERMANN, INC., ASSIGNEE PAUL PARASKEVOPOULOS	\$ 301.66
GELDERMANN, INC., ASSIGNEE GUS SPEARS	\$ 271.49

EXHIBIT A

To that Motion to Withdrawl Moneys for MF GLOBAL HOLDINGS USA INC as successor to GELDERMANN INC
as assignee of the parties listed below

GELDERMANN, INC., ASSIGNEE MELVIN & MICHAELNE TRUDEAN	\$ 271.49
GELDERMANN, INC., ASSIGNEE STEVE HOMATAS	\$ 271.49
GELDERMANN, INC., ASSIGNEE RUDOLF LITTIG	\$ 244.34
GELDERMANN, INC., ASSIGNEE WILLIAM J. AND JULIE K. FITTON	\$ 241.32
GELDERMANN, INC., ASSIGNEE ERWIN AND ESTHER BOESCHE	\$ 226.24
GELDERMANN, INC., ASSIGNEE JOAN KRISTY	\$ 208.14
GELDERMANN, INC., ASSIGNEE RALPH ANYTHONY RENNO	\$ 193.66
GELDERMANN, INC., ASSIGNEE THOMAS AND PATRICIA PAUSTENBACH	\$ 183.05
GELDERMANN, INC., ASSIGNEE BETTY TOBIN	\$ 181.08
GELDERMANN, INC., ASSIGNEE GEORGE C. KARABELAS	\$ 181.00
GELDERMANN, INC., ASSIGNEE WILLIAM AND MARY GIOTAKIS	\$ 181.00
GELDERMANN, INC., ASSIGNEE BILL AND STELLA KYRIAKOPOULOS	\$ 180.99
GELDERMANN, INC., ASSIGNEE LARRY LEVINSON	\$ 180.99
GELDERMANN, INC., ASSIGNEE VASILIOS GEORGOPOULOS	\$ 180.99
GELDERMANN, INC., ASSIGNEE GUS MANAVES	\$ 180.99
GELDERMANN, INC., ASSIGNEE MIRO AND KARMEN BILANDZIC	\$ 180.99
GELDERMANN, INC., ASSIGNEE GEORGE DOULAS	\$ 180.99
GELDERMANN, INC., ASSIGNEE LARRY AND RAY FABBRI	\$ 180.99
GELDERMANN, INC., ASSIGNEE MICHAEL P. CAYLEY, SR.	\$ 180.99
GELDERMANN, INC., ASSIGNEE JOSEPH W. AND MARY LOU MITCHELL	\$ 180.99
GELDERMANN, INC., ASSIGNEE ELIZABETH BROWN	\$ 180.99
GELDERMANN, INC., ASSIGNEE FRANK CASEY	\$ 180.99
GELDERMANN, INC., ASSIGNEE VICTOR AND KATHRYN LAMANTIA	\$ 180.99
GELDERMANN, INC., ASSIGNEE BARBARA CRONEIGH	\$ 180.99
GELDERMANN, INC., ASSIGNEE JAYARAMA NAIDU	\$ 180.99
GELDERMANN, INC., ASSIGNEE ROBERT AND ANN BENJAMIN	\$ 180.99
GELDERMANN, INC., ASSIGNEE JEFFERY CHIERO	\$ 180.99
GELDERMANN, INC., ASSIGNEE ROBERT BRAWLEY	\$ 159.77
GELDERMANN, INC., ASSIGNEE JOHN M. BRAWLEY	\$ 158.82
GELDERMANN, INC., ASSIGNEE JANICE SYLVESTER	\$ 153.84
GELDERMANN, INC., ASSIGNEE HARRY PAPPAS	\$ 150.83
GELDERMANN, INC., ASSIGNEE JOHN MAKRIS	\$ 150.82
GELDERMANN, INC., ASSIGNEE BILL AND PAT BARRETT	\$ 144.79
GELDERMANN, INC., ASSIGNEE GREGORY & KAREN DOREN	\$ 144.79
GELDERMANN, INC., ASSIGNEE PAUL BURAK	\$ 135.75
GELDERMANN, INC., ASSIGNEE DANIEL G. GALLAGHER	\$ 112.22
GELDERMANN, INC., ASSIGNEE FRANK AND VOULA DROULIAS	\$ 105.58
GELDERMANN, INC., ASSIGNEE GARY PATRICK	\$ 105.58
GELDERMANN, INC., ASSIGNEE GUS ALPOGIANNIS	\$ 104.98
GELDERMANN, INC., ASSIGNEE DINO ALEXIS	\$ 75.42
GELDERMANN, INC., ASSIGNEE MICHAEL H. FITTON	\$ 75.41
GELDERMANN, INC., ASSIGNEE JIM AND NAOMI GEOCARIS	\$ 75.41
GELDERMANN, INC., ASSIGNEE KATHLEEN ELSTER	\$ 72.40
GELDERMANN, INC., ASSIGNEE LOUIS KANTZAVELOS	\$ 61.54
GELDERMANN, INC., ASSIGNEE VINCE SOTTOSANTI	\$ 39.34
GELDERMANN, INC., ASSIGNEE DENNIS SHOEMAKER	\$ 12.67

Certificate of Merger

of

MFG USA Inc.

(Name of Merging Entity)

into

MF Global Holdings USA Inc.

(Name of Surviving Entity)

Pursuant to Section 905 of the Business Corporation Law

Filed by:

Gregory Rodriguez

(Name)

C/O MF Global Holdings USA Inc., 717 Fifth Avenue, 9th Floor

(Mailing address)

New York, NY 10022

(City, State and Zip Code)

**PLAN AND CERTIFICATE OF MERGER
MERGING
MFG USA INC.
INTO
MF GLOBAL HOLDINGS USA INC.**

(Under Section 905 of the Business Corporation Law of the State of New York (the "BCL"))

THIS PLAN AND CERTIFICATE OF MERGER (the "Agreement"), dated this ___ day of July, 2010 and effective upon filing with the Secretary of State of the State of New York, sets forth the terms of the merger between MF Global Holdings USA Inc. (the "Corporation"), a New York corporation, and MFG USA Inc. (the "Subsidiary"), an Illinois corporation (the "Merger").

WHEREAS, the Corporation filed its Certificate of Incorporation on April 30, 1962 pursuant to the laws of the BCL and is the owner of 1000 shares of Common Stock of the Subsidiary which represents all of the outstanding and issued capital stock of the Subsidiary.

WHEREAS, the Subsidiary filed its Articles of Incorporation on May 16, 1983 pursuant to the laws of the Illinois Business Corporation Act of 1983 and filed its Application for Authority in the State of New York on July 25, 1984 pursuant to the laws of the BCL.

WHEREAS, this Agreement was adopted on July __, 2010 by unanimous written consent of the Board of Directors of each of the said corporations.

NOW, THEREFORE, the Corporation and the Subsidiary, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

FIRST: The Subsidiary hereby merges with and into the Corporation, with the Corporation being the surviving corporation and assuming all of the rights and obligations of the Subsidiary.

SECOND: The name of the surviving corporation is "MF Global Holdings USA Inc."

THIRD: The Certificate of Incorporation of the Corporation as in effect on the date of the merger provided for in this Agreement shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this Merger, and such Certificate of Incorporation shall not be affected by the Merger.

FOURTH: All outstanding shares of stock of the Subsidiary shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding and shall be cancelled and retired without further payment of any amount therefor, and any holder of the certificates representing such shares shall thereafter cease to have any rights with respect to such shares.

FIFTH: The Merger shall become effective upon filing a Certificate of Merger with the Secretary of State of the State of New York (the "Effective Time").

SIXTH: The terms and conditions of the merger are as follows:

(a) Upon the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Subsidiary shall be transferred to, vested in, and devolved upon, the Corporation without further act or deed and all property, rights, and every other interest of the Corporation and the Subsidiary shall be as effectively the property of the Corporation as they were of the Corporation and the Subsidiary respectively. The Subsidiary hereby agrees from time to time, as and when requested by the Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Corporation may deem necessary or desirable in order to vest in and confirm to the Corporation title to and possession of any property of the Subsidiary acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Subsidiary and the proper officers and directors of the Corporation are fully authorized in the name of the Subsidiary or otherwise to take any and all such action.

(b) Upon the Effective Time, all debts, liabilities, and obligations of the merged corporation may be enforced against the surviving corporation to the same extent as if said debts, liabilities and obligations had been duly incurred or contracted by the surviving corporation and the surviving corporation expressly, unconditionally and irrevocably assumes those debts, liabilities and obligations.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and sole shareholders, have caused this Agreement to be executed by the authorized officers of each party hereto as the respective act, deed and agreement of each of said corporations, effective as of the date first above written.

MF GLOBAL HOLDINGS USA INC.

MFG USA INC.

By: _____

By: _____

Christine Serwinski
(Name)

Christine Serwinski
(Name)

Chief Financial Officer
(Title)

Senior Vice President
(Title)

[SIGNATURE PAGE TO CERTIFICATE AND PLAN OF MERGER]

CONSENT IN LIEU OF SPECIAL JOINT MEETING
OF
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER

-of-

MFG USA INC.
(An Illinois Corporation)

July 14, 2010

The undersigned, being all the Directors and the sole shareholder of MFG USA Inc., an Illinois corporation (the "Corporation"), in accordance with the provisions of Chapter 32, Sections 7.10 and 8.45 of the Business Corporation Act of 1983, does hereby consent to and adopts the following resolutions as if such resolutions had been adopted at a duly convened meeting of the Board of Directors of the Corporation (the "Board") and a regularly or specially held meeting of the sole shareholder of the Corporation:

WHEREAS, the Corporation filed its Articles of Incorporation on May 16, 1983 pursuant to the laws of the Illinois Business Corporation Act of 1983 and filed its Application for Authority in the State of New York on July 25, 1984 pursuant to the laws of the Business Corporation Law of the State of New York.

WHEREAS, the Corporation has issued 1000 shares of Common Stock to its sole shareholder, MF Global Holdings USA Inc. (the "Shareholder"), a New York Corporation.

WHEREAS, the Board considers a merger between the Corporation and the Shareholder, with the Shareholder as the surviving company, to be in the best interest of the Corporation.

WHEREAS, the Shareholder agrees to consent to such merger.

NOW, THEREFORE, BE IT

RESOLVED, that the Board hereby determines to merge the Corporation with and into the Shareholder with the Shareholder as the surviving company and assuming all of the rights and obligations of the Corporation (the "Merger"); and

FURTHER RESOLVED, that the Board hereby recommends, approves and adopts the proposed Plan and Certificate of Merger between the Shareholder and the Corporation, substantially in the form attached hereto as Exhibit A, with such changes therein as the officer or officers acting deem necessary and proper, and the officer or officers acting are hereby authorized, empowered and directed to enter into such agreement; and

FURTHER RESOLVED, that the surviving company use the name of "MF Global Holdings USA Inc."; and

FURTHER RESOLVED, that the Merger shall become effective upon filing of the Plan and Certificate of Merger with the Secretary of State of the State of New York (the "Effective Time"); and

FURTHER RESOLVED, that at the Effective Time, all outstanding shares of stock of the Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding and shall be cancelled and retired without further payment of any amount therefor, and any holder of the certificates representing such shares shall thereafter cease to have any rights with respect to such shares;

FURTHER RESOLVED, that the Certificate of Incorporation of the corporation in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the surviving corporation, and such Certificate of Incorporation shall not be affected by the Merger;

FURTHER RESOLVED, that each officer of the Corporation is hereby authorized and directed to make and execute the Certificate and Plan of Merger and the Articles of Merger, Consolidation or Exchange and cause the same to be filed with the Secretary of State of the State of Illinois, and to do all acts and things necessary or proper to effect said Merger;

FURTHER RESOLVED, that if in connection with the foregoing resolutions the Corporation is required to make or refrain from making any elections under any tax or other law, regulation, rule or order, that the officers and directors of the Corporation be, they hereby are, and each of them hereby is, authorized, empowered and directed, based on such advice and guidance as the directors and officers acting deem appropriate, in the name and on behalf of the Corporation, to make or refrain from making such elections as may be necessary or appropriate in connection with the transactions contemplated thereby; and

FURTHER RESOLVED, that if in connection with the foregoing resolutions the Corporation is required to execute and deliver any agreements or other documentation, the officers and directors of the Corporation be, they hereby are, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver such agreements and other documents as may be contemplated by the foregoing resolutions or as may be necessary or appropriate in connection with the transactions contemplated thereby; and


FURTHER RESOLVED, that if in connection with the foregoing resolutions, there shall be required the adoption of any resolutions pursuant to the terms of any agreements, certificates, schedules, reports or other documentation, or if required by any governmental agency, regulatory organization, exchange or clearing house, there is hereby incorporated herein by this reference, such resolutions as shall be required, as though such resolutions were set forth herein; and the officers of the Corporation be, they hereby are, and each of them hereby is, authorized, empowered and directed to provide a certificate certifying to the adoption of such resolutions; and


FURTHER RESOLVED, that Shareholder of the Corporation adopts and approves the foregoing resolutions and the transactions contemplated thereby and specifically approves and adopts the Plan and Certificate of Merger attached hereto as Exhibit A.

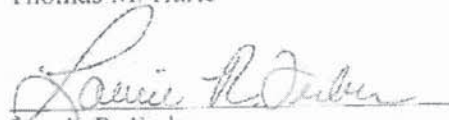
This unanimous written consent may be executed by facsimile and in counterparts, each of which shall be deemed an original, and all of which, taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this unanimous written consent as of the date first above written.

DIRECTORS


Jon S. Corzine


Thomas M. Harte


Laurie R. Ferber

**MF GLOBAL HOLDINGS USA INC.,
AS SOLE SHAREHOLDER OF
MFG USA INC.**

Name: Christine Serwinski
Title: Chief Financial Officer

This unanimous written consent may be executed by facsimile and in counterparts, each of which shall be deemed an original, and all of which, taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this unanimous written consent as of the date first above written.

DIRECTORS

Jon S. Corzine

Thomas M. Harte

Laurie R. Ferber

**MF GLOBAL HOLDINGS USA INC.,
AS SOLE SHAREHOLDER OF
MFG USA INC.**



Name: Christine Serwinski
Title: Chief Financial Officer

EXHIBIT A

CORPORATION FILE DETAIL REPORT

Entity Name	MFG USA INC.	File Number	53086195
Status	MERGE/CONSOLIDATED		
Entity Type	CORPORATION	Type of Corp	DOMESTIC BCA
Incorporation Date (Domestic)	05/16/1983	State	ILLINOIS
Agent Name	NATIONAL REGISTERED AGENTS INC	Agent Change Date	06/16/2008
Agent Street Address	200 WEST ADAMS STREET	President Name & Address	THOMAS HARTE 717 FIFTH AVENUE 9TH FLR NEW YORK NY 10022-8101
Agent City	CHICAGO	Secretary Name & Address	MERGED OR CONSOLIDATED 08 31 10 NQNYCORP
Agent Zip	60606	Duration Date	PERPETUAL
Annual Report Filing Date	05/06/2010	For Year	2010
Old Corp Name	12/17/1984 - GELDERMANN PEAVEY, INC. 01/03/1984 - PEAVEY COMMODITY SERVICES, INC. 03/31/2001 - GELDERMANN, INC 07/20/2007 - MAN INTERNATIONAL INC.		

[Return to the Search Screen](#)

[BACK TO CYBERDRIVEILLINOIS.COM HOME PAGE](#)



APPROVED
AND
FILED
95 APR 28 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 857359 (4)
1. Corporation Name
GELDERMANN, INC.

Principal Place of Business

MR. JOHN J. DILL
ONE CONAGRA DR C-360
OMAHA NE 68102-2001

Mailing Address

MR. JOHN J. DILL
ONE CONAGRA DR C-360
OMAHA NE 68102-2001

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified 08/09/1983	3a. Date of Last Report 04/14/1994
4. FEI Number 47-0656837	Applied For Net Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under S. 193.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 440 LASALLE ST., 20TH FL. Suite, Apt. #, etc. 22 City & State 23 CHICAGO, IL Zip 24 60605 Country 25	2a. Mailing Address 26 440 LASALLE ST., 20TH FL. Suite, Apt. #, etc. 27 City & State 28 CHICAGO, IL Zip 29 60605 Country 30
---	--

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code FL
---	--

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature of officer or director of corporation (must be registered agent)

(NOTE: Registered Agent signature required after filing)

(DATE)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY ST ZIP	PD CURLEY, JAMES R. 62 EQUAL RD. LAKE FOREST IL	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY ST ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY ST ZIP	VD GELDERMANN, THOMAS A. 39608 TOM MORRIS ROAD SCOTTSDALE AZ	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY ST ZIP	V ROBERT LEDVORA 440 LASALLE ST., 20TH FL. CHICAGO, IL 60605 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY ST ZIP	I PRITCHER, CONRAD 1111 LOVELL COURT ELK GR	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY ST ZIP	T WILLIAM R. BRUNNAN 440 S. LASALLE ST., 20TH FL. CHICAGO, IL 60605 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY ST ZIP	VS MATTHEWS, GLORIA J. 6720 SO EUCLID CHICAGO IL	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY ST ZIP	GC/S GARY M. RINDNER 225 LIBERTY ST., 27TH FL. NEW YORK, NY 10080-6127 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY ST ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY ST ZIP	V CONRAD PRITCHER 1111 LOVELL COURT ELK GROVE, IL 60007 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY ST ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY ST ZIP	V THOMAS M. HARTL 225 LIBERTY ST., 27TH FL. NEW YORK, NY 10080-6127 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(2)(b), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

April 17, 1995 566-9102
(DATE) (PHONE)

Form **851**
(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule
▶ File with each consolidated income tax return.
For tax year ending **03/31/2007**

OMB No. 1545-0025

Name of common parent corporation

Employer identification number

MAN GROUP USA INC

13-1962847

Number, street, and room or suite no. If a P.O. box, see instructions.

717 5TH AVENUE, 9TH FLOOR

City or town, state, and ZIP code

NEW YORK, NY

10022

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (see instructions)

Corp. No.	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
1	Common parent corporation		69,000,000.	20,000,000.
2	Subsidiary corporations: MAN GROUP FINANCE INC. 440 SOUTH LASALLE, FLOOR 20 CHICAGO, IL 60605	13-3874890		
3	E. D. & F. MAN FINANCE INC. 717 5TH AVENUE, 9TH FLOOR NEW YORK, NY 10022	13-2912263		
4	MAN FINANCIAL INC 440 S LASALLE STR, FLOOR 21 CHICAGO, IL 60605	36-2801777		
5	MAN INTERNATIONAL INC. 717 5TH AVENUE, 9TH FLOOR NEW YORK, NY 10022	47-0656837	←	
6	HEINOLD ASSET MANAGEMENT, INC. 440 SOUTH LASALLE, FLOOR 20 CHICAGO, IL 60605-1072	36-3236904		
7	MAN SECURITIES INC 440 SOUTH LA SALLE STREET CHICAGO, IL 60605	16-1633029		
Totals (Must equal amounts shown on the consolidated tax return.)			69,000,000.	20,000,000.

Part II Principal Business Activity, Voting Stock Information, Etc. (see instructions)

Corp. No.	Principal business activity (PBA)	PBA Code No.	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no.
1	Common parent corporation BROKERS & DEALERS	523900						
2	Subsidiary corporations: FINANCIAL SERVICES	523900		X		100.00 %	100.00 %	1
3	FINANCIAL SERVICES	523900		X		100.00 %	100.00 %	1
4	FUTURES BROKER	523140		X		100.00 %	100.00 %	5
5	COMMODITY CONTRACTS	523140		X		100.00 %	100.00 %	1
6	FINANCIAL SERVICES	523900		X		100.00 %	100.00 %	1
7	SECURITIES BROKERAGE	523120		X		100.00 %	100.00 %	4

JSA
UC2010 1.000

For Paperwork Reduction Act Notice, see instructions.

3405AY C051

13-1962847

Form 851 (Rev. 12-2005)

Form 851
(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

Affiliations Schedule

► File with each consolidated income tax return.
For tax year ending **03/31/2008**

OMB No. 1545-0025

Name of common parent corporation **MF GLOBAL HOLDINGS USA INC. - AMENDED** Employer identification number **13-1962847**

Number, street, and room or suite no. If a P.O. box, see instructions.

717 5TH AVENUE, 9TH FLOOR

City or town, state, and ZIP code

NEW YORK, NY 10022

Part I Overpayment Credits, Estimated Tax Payments, and Tax Deposits (see instructions)

Corp. No.	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
1	Common parent corporation		6,571,243.	
2	Subsidiary corporations: MF GLOBAL FINANCE USA INC. 717 5TH AVENUE, FLOOR 9 NEW YORK, NY 10022	13-3874890		
3	MFG 717 FIFTH AVENUE INC. 717 5TH AVENUE, 9TH FLOOR NEW YORK, NY 10022	13-2912263		
4	MF GLOBAL INC. 717 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10022	36-2801777		
5	MFG USA INC. 717 5TH AVENUE, 9TH FLOOR NEW YORK, NY 10022	47-0656837	←	
6	HEINOLD ASSET MANAGEMENT, INC. 717 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10022	36-3236904		
7	MF GLOBAL SECURITIES INC. - AMENDED 717 5TH AVENUE NEW YORK, NY 10022			
Totals (Must equal amounts shown on the consolidated tax return.)			6,571,243.	

Part II Principal Business Activity, Voting Stock Information, Etc. (see instructions)

Corp. No.	Principal business activity (PBA)	PBA Code No.	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			
			Yes	No	Number of shares	Percent of voting power	Percent of value	Owned by corporation no.
1	Common parent corporation BROKERS & DEALERS	523900						
2	Subsidiary corporations: FINANCIAL SERVICES	523900		X	500	100.00 %	100.00 %	1
3	FINANCIAL SERVICES	523900		X	500	100.00 %	100.00 %	1
4	FUTURES BROKER	523140		X	8,040	100.00 %	100.00 %	5
5	COMMODITY CONTRACTS	523140		X	1,000	100.00 %	100.00 %	1
6	FINANCIAL SERVICES	523900		X	180	100.00 %	100.00 %	1
7	SECURITIES BROKERAGE	523120		X	1,000	100.00 %	100.00 %	4

JSA For Paperwork Reduction Act Notice, see instructions.

3316AD C051

Form 851 (Rev. 12-2005)

Form **W-9**
(Rev. August 2013)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

Print or type
See Specific Instructions on page 2.

Name (as shown on your income tax return)

M F Global Holdings USA Inc.

Business name/disregarded entity name, if different from above

Check appropriate box for federal tax classification:

☐ Individual/sole proprietor

☒ C Corporation

☐ S Corporation

☐ Partnership

☐ Trust/estate

☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶

☐ Other (see instructions) ▶

Exemptions (see instructions):

Exempt payee code (if any) _____

Exemption from FATCA reporting
code (if any) _____

Address (number, street, and apt. or suite no.)

142 West 57th Street Suite 40

City, state, and ZIP code

New York, NY, 10019

Requester's name and address (optional)

List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number

____ - ____ - ____

Employer identification number

13 - 1962847

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below), and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign
Here

Signature of
U.S. person ▶

Charles Hays

Date ▶

6/17/15

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. The IRS has created a page on www.irs.gov/w9 for information about Form W-9, at www.irs.gov/w9. Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued).
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

Note. If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.